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ANCESTRY.COM INC.

Reported by

SPERO BENJAMIN C.

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 05/18/11 for the Period Ending 05/16/11

Address	360 WEST 4800 NORTH PROVO, UT 84604
Telephone	801-705-7000
CIK	0001469433
Symbol	ACOM
SIC Code	7374 - Computer Processing and Data Preparation and Processing Services
Industry	Computer Services
Sector	Technology
Fiscal Year	12/31

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FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Spero Benjamin C. (Last) (First) (Middle)	**Ancestry.com Inc. [ACOM]**	__ **X** __ Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below)
360 WEST 4800 NORTH (Street)	3. Date of Earliest Transaction (MM/DD/YYYY) **5/16/2011**	
PROVO, UT 84604 (City) (State) (Zip)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line) _ **X** _ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction (s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, $0.001 par value	**5/16/2011**		**S**		**2972899**	**D**	**$40.215** (1)	**10431064**	**I** (2) (3)	**By limited partnership** (3)
Common Stock, $0.001 par value	**5/17/2011**		**S**		**869278**	**D**	**$40.215**	**9561786**	**I** (4) (5)	**By limited partnership** (5)

Table II - Derivative Securities Beneficially Owned (*e.g.* , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

(1) The price reported in Column 4 is a net price, after deducting the underwriting discount and commissions from the public sale price of $42.00 in the Ancestry.com Inc. underwritten secondary public offering on May 16, 2011.

(2) Shares sold include 2,958,926 shares of common stock owned by Spectrum Equity Investors V, L.P. and 13,973 shares of common stock owned by Spectrum V Investment Managers' Fund, L.P. that the respective Spectrum entities sold as part of the Ancestry.com Inc. underwritten secondary public offering on May 16, 2011.

(3) Shares of common stock held after sale consists of an aggregate of 10,431,064 shares, including 10,382,038 shares held by Spectrum Equity Investors V, L.P. and 49,026 shares held by Spectrum V Investment Managers' Fund, L.P. Mr. Spero is a limited partner of the general partner of Spectrum Equity Investors V, L.P. and a limited partner of Spectrum V Investment Managers' Fund, L.P. Mr. Spero disclaims beneficial ownership of these shares.

(4) Shares sold include 865,193 shares of common stock owned by Spectrum Equity Investors V, L.P. and 4,085 shares of common stock owned by Spectrum V Investment Managers' Fund, L.P. that Ancestry.com Inc. repurchased from the respective Spectrum entities in a private, non-underwritten transaction on May 17, 2011.

(5) Shares of common stock held after sale consists of an aggregate of 9,561,786 shares, including 9,516,845 shares held by Spectrum Equity Investors V, L.P. and 44,941 shares held by Spectrum V Investment Managers' Fund, L.P. Mr. Spero is a limited partner of the general partner of Spectrum Equity Investors V, L.P. and a limited partner of Spectrum V Investment Managers' Fund, L.P. Mr. Spero disclaims beneficial ownership of these shares.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Spero Benjamin C. **360 WEST 4800 NORTH** **PROVO, UT 84604**	**X**			

Signatures

/s/ Christopher Brookhart, Attorney-in-fact for Benjamin Spero — **5/18/2011**

** Signature of Reporting Person — Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

***** If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

****** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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